ULTIMATE COMICS™

ALL-NEW SPIDER-MAN

ISSUE 05

MARVEL

BENDIS
PICHELLI
MESSINA
PONSOR

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ULTIMATE COMICS

SPIDER-MAN

PREVIOUSLY:

Months before Peter Parker was shot and killed, grade-schooler Miles Morales was about to start a new chapter in his life at a new school--when he was suddenly bitten by a stolen, genetically altered spider that gave him incredible arachnid-like powers.

With a world still recovering from a devastating mutant attack and a father who has a hard-core anti-mutant stance, Miles is not happy with his new situation.

A situation he has shared only with his best friend, Ganke.

After a couple of attempts at being the new Spider-Man, Miles is accosted by the Ultimates' Spider-Woman!!

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I asked you a question!!

WHO ARE YOU??!!

Who am I?

Who are *you*??

I told you who I am.

I'm Spider-Woman.

So you'll have to pardon me if I'm more than a *little offended* by your costume!

I didn't even know there *was* a Spider-Woman.

Do I really have to count to three or something?

Lady.

I don't know *you*--

And I don't know what your *problem* is--

But you really need to *back off* outta here.

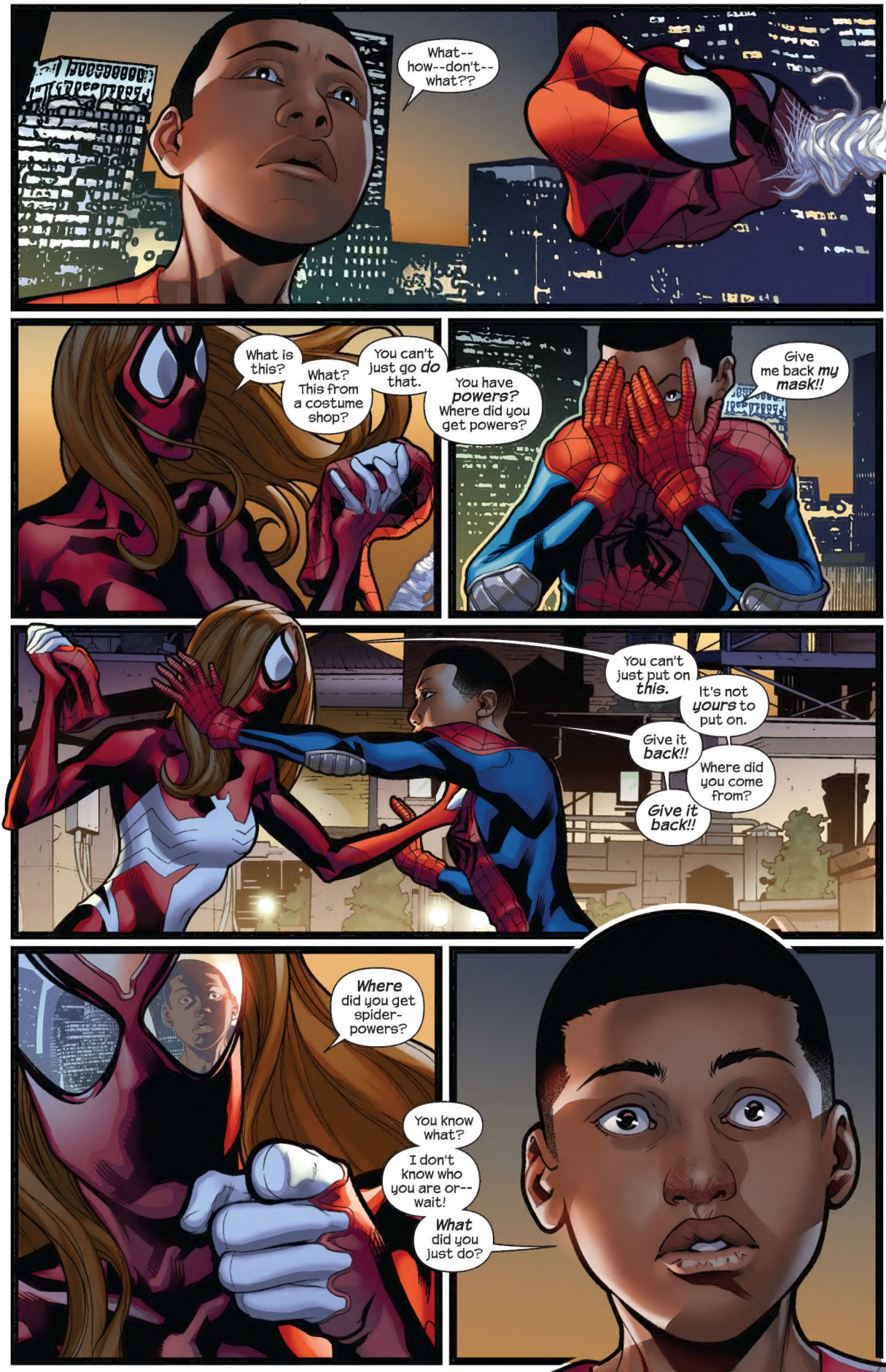
Just because we're both in--

Costumes--

Doesn't mean I can't call--

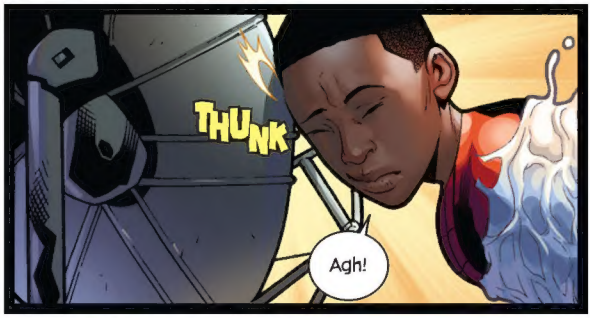
The--the *police* or something.

THWAP


What-- how--don't-- what??
What is this?
What? This from a costume shop?
You can't just go *do* that.
You have *powers?* Where did you get powers?
Give me back *my mask!!*
You can't just put on *this.*
It's not *yours* to put on.
Give it *back!!*
Where did you come from?
Give it back!!
Where did you get spider-powers?
You know what?
I don't know who you are or-- wait!
What did you just do?

What does it look like?
The next one goes over your mouth unless you start--
How do you do that? How do you make webs?

That's it!!
I am going to call the police and then I'm--


THUNK
Agh!

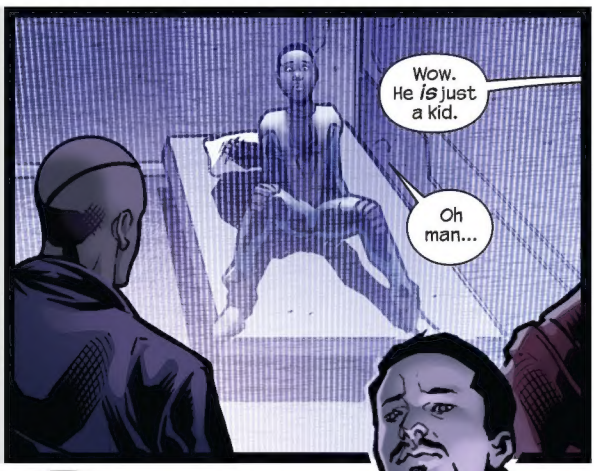
Uh, hello?

Okay.
Whew.
Dying would be bad.
(Going to the police... what a dork.)

Just a kid.
We were all kids once.

When I was a kid I stayed home and watched TV.
Whatzz?

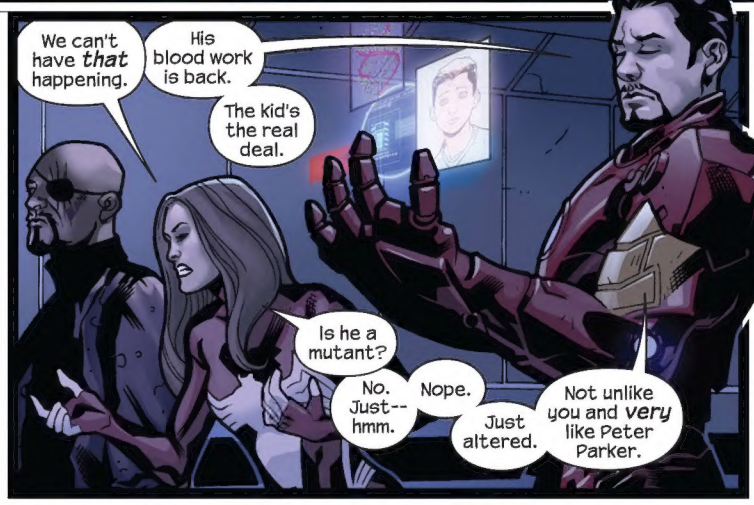
I invented cellular technology.
Is that true?

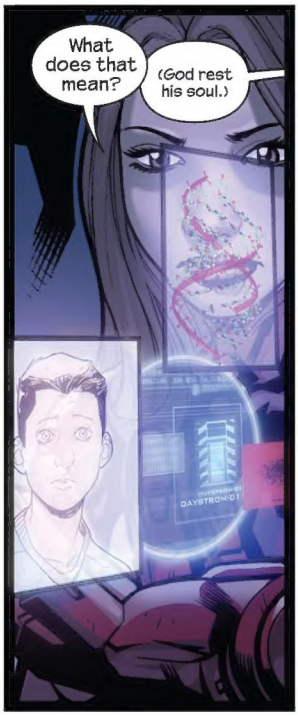

Wow. He *is* just a kid.
Oh man...

It's not the *kid* part that bothers me.
It's the Spider-Man part.
The outfit *is* in bad taste, young man.
Mister Morales, welcome to...

The Triskelion-
Ultimates Headquarters.

You--
you--I didn't--
oh boy.
I didn't
do anything!!
What
did he
do?
Hello?
Look at
him!
Not
exactly
a federal
offense.


We can't
have that
happening.
His
blood work
is back.
The kid's
the real
deal.
Is he a
mutant?
No.
Just--
hmm.
Nope.
Just
altered.
Not unlike
you and very
like Peter
Parker.


What
does that
mean?
(God rest
his soul.)

What
does
that
mean?
Another
one?
How
can this
be??
Did you
try asking
him?
Yes!
Before
or after you
hit him?
Well--

Everybody
out.
I'd
like to
stay.
You can
write about the
disappointment
in your blog.
Out.

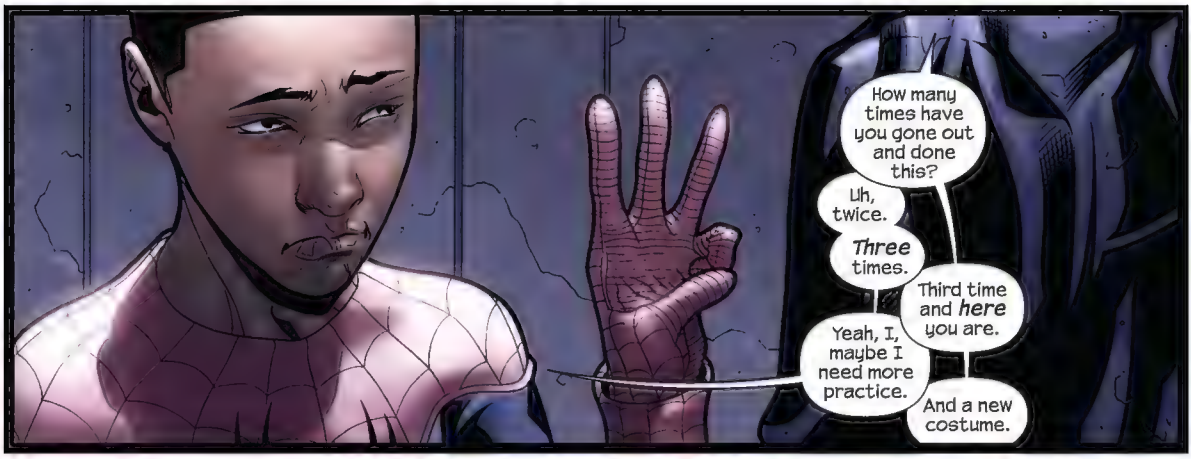
What
does this
mean?

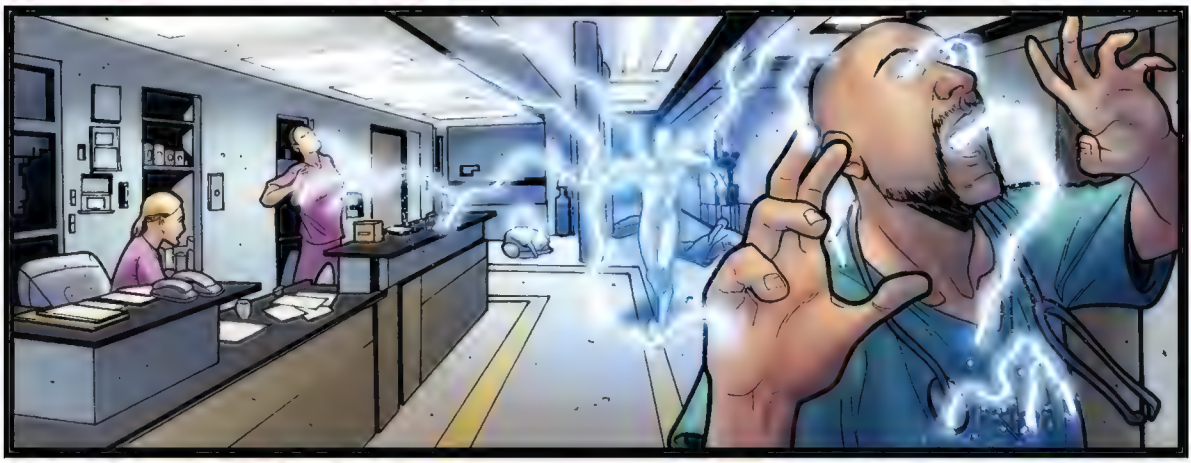
Another one.
LEVEL 3
OFF
Hello, Miles.
How--
Do we know your name?
We've got all kinds of ways to find *that* out.
My name is Nick Fury.
How did you get your powers?
I--I get a phone call or something.
You're not under arrest. We're just talkin'.
This-- this feels like under arrest.
Settle down.
You put on that costume, you have to pay the price.
The price is--people get upset.
You get that, right?

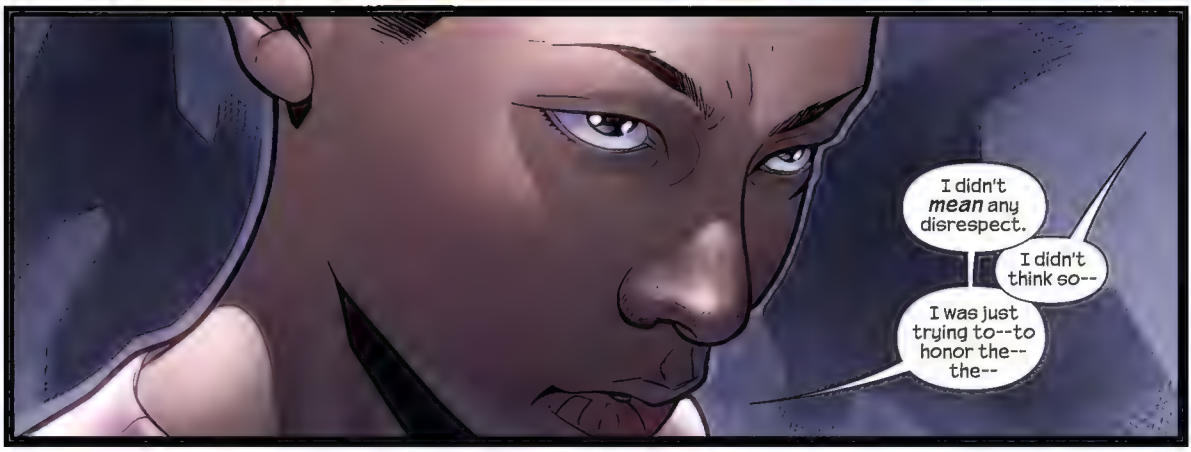
I'll--I'll take it off. Can I go?
Where'd you get your powers?
Was that really Iron Man?
Are you one of those A.D.D. kids?
Not really. I'm freaked out.
Where'd you get the powers?
I-- you won't believe me.
You got bit by a spider.
Yeah, uh, how do you know?
Where did this happen?
My Uncle's.
Your Uncle...Aaron Davis.

Triskelion Medical Ward.
We were supposed to go dancing but who knows?
Dancing?
Like ballroom dancing.
Where can you go ballroom dancing in this city?
There's a bunch of places.
There's one in Queens that--
Ah!
Oh uh, the patient's--the patient's awake!
What did you give him?
10 ccs.
10?? You're supposed to give him 100!!!
You don't have to yell!!!
Don't you know who that is??

Quite a rap sheet on that uncle of yours.
The FBI calls him The Prowler.
(I didn't know that.)
I didn't think so.
Do your parents know about your... spiderness?
No.
And you don't want them to?
No-- no, not yet.
ZZZZT!
Why the costume?
The other one--the other Spider-Man died.
I thought--
I felt--
That with great power.
Comes-- yeah.

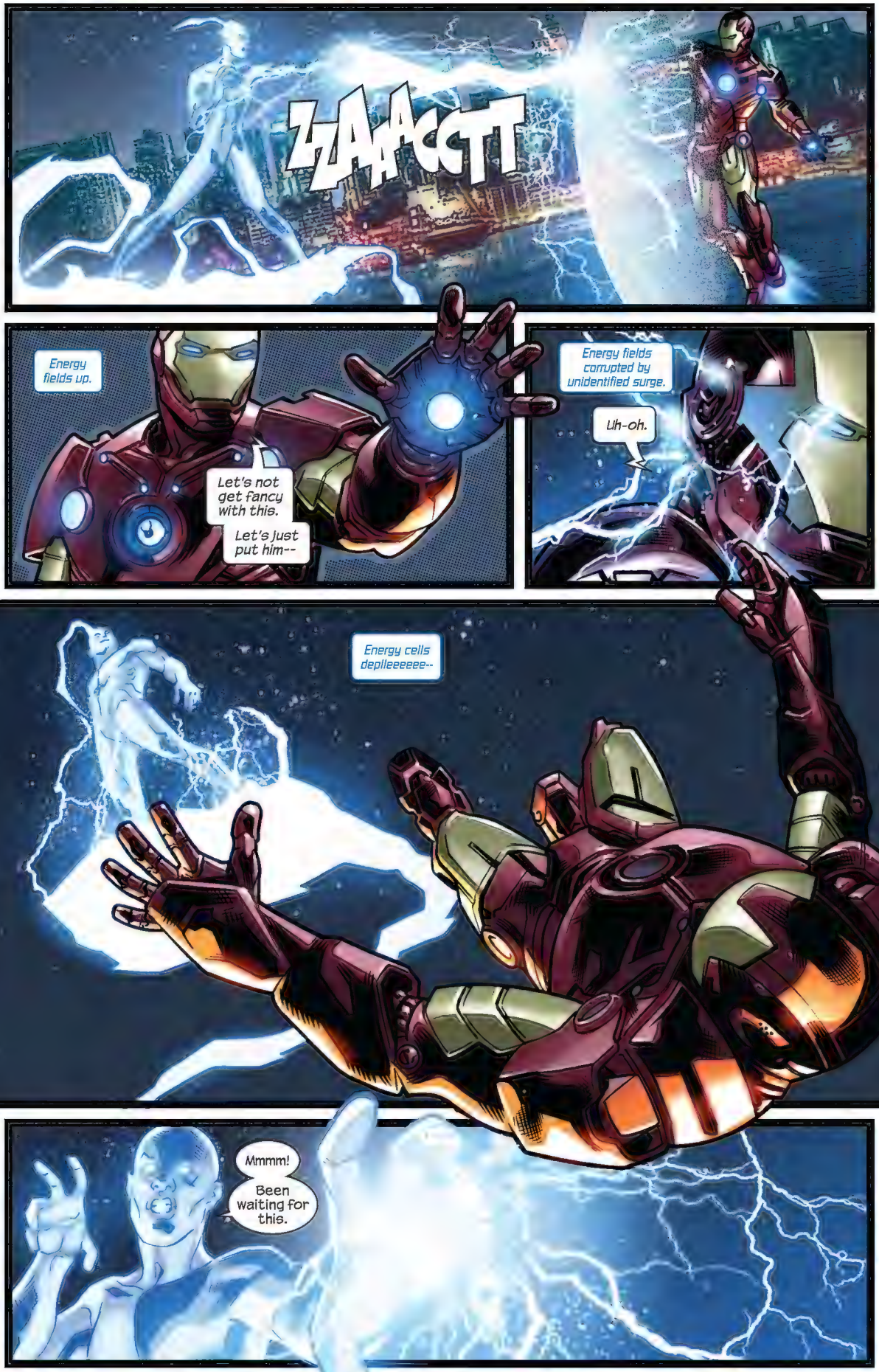

How many times have you gone out and done this?
Uh, twice.
Three times.
Third time and here you are.
Yeah, I, maybe I need more practice.
And a new costume.




I didn't mean any disrespect.
I didn't think so--
I was just trying to--to honor the--the--

Uh...
Is this--normal?
@#$@#!

What's happening, soldier?
Prison break. Maxwell Dillon.
Which one *is* that?
Electro, Sir.
You stay with me.
A-team, *top side!!*
Hey there, Sparky.
How far did you think you'd get? I mean ***really.***


ZZAAACCTT
Energy fields up.
Let's not get fancy with this.
Let's just put him--
Energy fields corrupted by unidentified surge.
Uh-oh.
Energy cells depleeeeee--
Mmmm!
Been waiting for this.

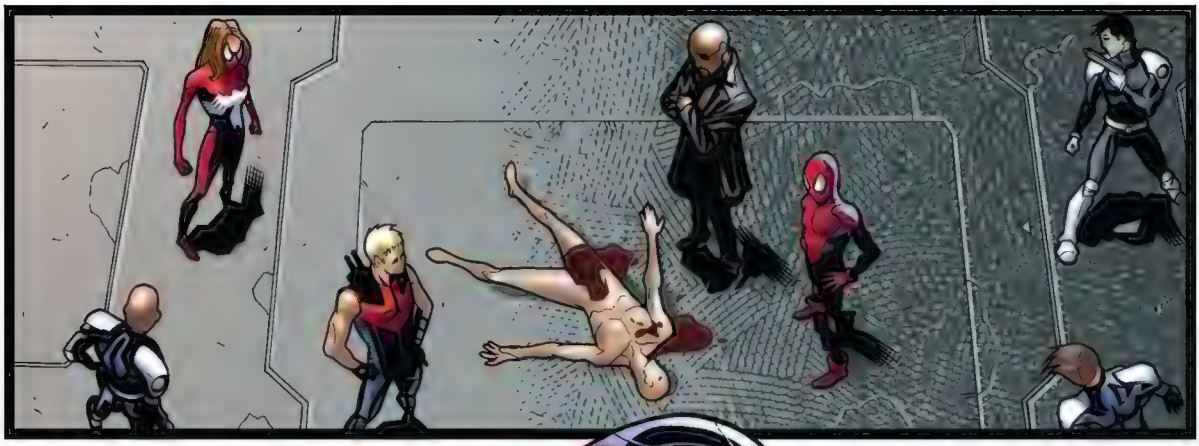
FIZZZ
FIZZZ
FIZZZ
Rrggh!!
ZZAACCTT
Arrows? Really?
BOOM

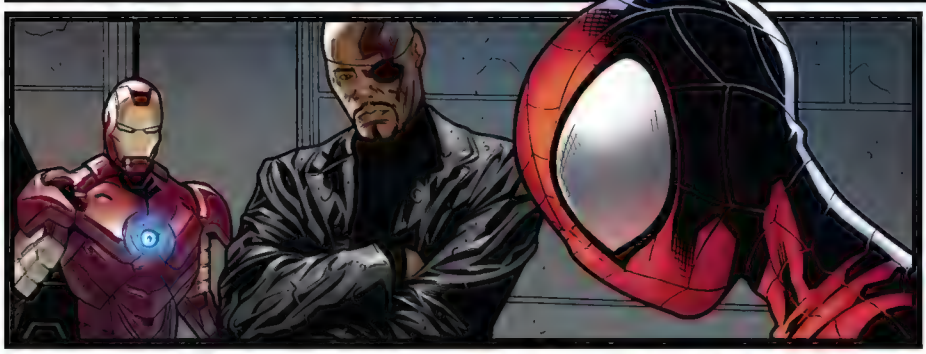
ZZAEETT
Don't even know who you are.
Everybody take cover!!
SHUT THE PERIMETER!!
Take cover if you're not equipped!!
Heeeeey, eye patch!
EVERYONE OUT!!
Take cover!!
BAM BAM BAM
Yeah?
Tried to ruin my life, Fury, huh?
Guess it's my turn.
FSSHH
FSSHH
FSSHH

And I know I should just leave, but the chance to fry you to ash is just too yummy.
Kid, run--
I would really love to hear you scream.
Huh.
BOOM

No!
Wow, you're really like all lit up and stuff!
You're dead!!
I saw you die!!
How are you still alive!??
ZZAACCTT
Me?? How are you made of electricity??
FABOOM
Agh!
What did--?
How did you do that??

Heck if I know.
That's it? What did you think that was going to--??
NNYAAAGH!
Kid, get down!!
BAM BAM BAM
Aaarrgghh!!





"That did *not* happen."

"It all did."

"You *beat* Electro."

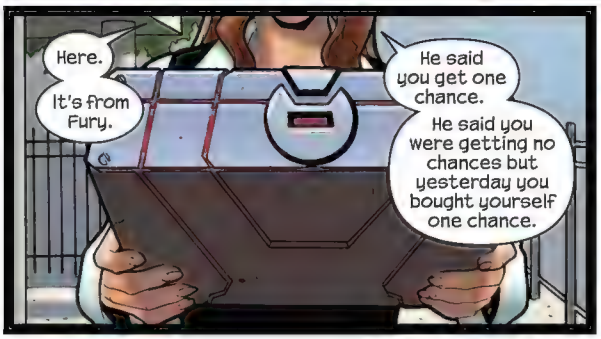
"Is that his name?"

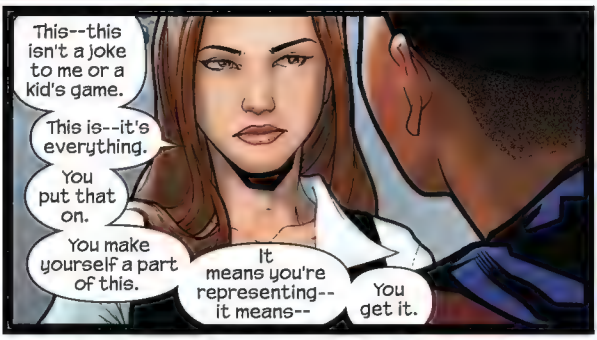
"How? What did you do?"

That thing--when I punch someone--that little ZZT.
Your venom blast.
Whatever.
It disrupted his thingamabob.
Did you know it would *do* that?
I thought *maybe*--and I had to try something.

Sorry.
Nick *Fury*, man!!
Shh!
Shh!!
And he just let you go home?
They had a big mess to clean up and I had to get back here.
What did he say?
He said he had to think about me.
What does that mean?

Uh, do I know you?
We met earlier. Up there.
Oh.
Oh?
She's-- you're--

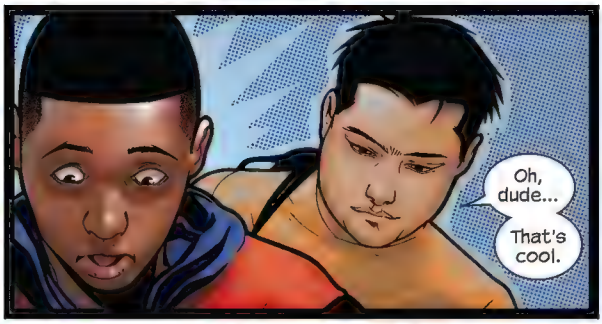

Here.
It's from Fury.
He said you get one chance.
He said you were getting no chances but yesterday you bought yourself one chance.


This--this isn't a joke to me or a kid's game.
This is--it's everything.
You put that on.
You make yourself a part of this.
It means you're representing-- it means--
You get it.

I do.

Sorry I got rough with you.
This is all just-- it's uncharted territory for me.
See you around, Miles.
This is mine?

Do you know what this means?
Whoa.
It means you're talking to girls now.
It means I have to start talking to girls.


Oh, dude...
That's cool.

"You're officially Spider-Man."
Next Issue: The Prowler!

ULTIMATE COMICS

SPIDER-MAN

NEXT: MEET THE NEW SPIDER-MAN!

ON SALE: 01/18/12

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ULTIMATE SPIDER-MAIL!

The letters keep pouring in. In all my time in comics I've never seen this kind of feedback for a series. And we LOVE it! Keep them coming. It means a lot to us that you're taking time out of your busy days to tell us what you think of our new Spider-Man.

Hey Marvel,

I just thought I'd say I've been reading comics for about three years and finally started reading Marvel comics because of the new Ultimate Spider-Man. It's pretty great. I love that when Spider-Man was new it was crazy to have a teenage super hero out on his own, and now that that's sort of normal, you gave us a middle schooler. You took a big gamble with this and came out on top.

Your newest reader,
Jeremy

Welcome to Marvel, Jeremy, and glad this concept was able to intrigue you enough to try us out. Much more awesomeness where that came from, we promise!

To the Ultimate Office,

I recently started my comic adventure seeing as I needed something to fill time on a military deployment. Friends told me about Ultimate Spider-man, and luckily I picked up a copy and was hooked. Mr. Bendis is a genius when writing Spider-Man. There have been many views to the death of Peter Parker, but I say you guys made a good move. Miles is a great new addition to the Ultimate Universe and I can't wait to see how a new kid deals with the problems of a day to day Spider-Man. Keep up the good work.

Sincerely,
Matt Jennings

Thanks, Matt. And thank YOU for your service!

To Mark, and Brian
(or just let Brian know I said "Hi!")

Thank you guys for consistently making an interesting comic, Ultimate Spider-Man's been one of my favorite comics for years, and Bendis is one best writers in the business. I'm so glad that he made Miles in a way that wasn't preachy or disrespectful, but honestly I'd expect no less.

Thanks so much, your fan,
Daimon "coolmonkeyd" Hampton

P.S. Miles should date Ultimate Squirrel Girl, that would be awesome.

Brian was born to write this book, right? We remember when the script for the first issue came in and before we read it, we knew it was gonna to be good. This is Brian at his absolute best, introducing us to the character, his world and making us feel like it's a real experience.

Well hello there, this is my first time writing a letter to one of the comics I simply look up to and I must say that the current character development of Miles growing into his role of the "new" Spider-Man is quite refreshing, indeed. The fact that he witnessed Peter's final act of heroism and attended his funeral makes it a worthy continuation of the story itself, and now coming face to face with Spider-Woman, Peter's female clone, and seeing how she will interact with Miles when all he is trying to do is use his newfound abilities for good. Hopefully instead of lecturing him with the "this is not a game, go home" talk, she could try to understand the kid and perhaps help him hone in his abilities and even train him on how to use his powers for the greater good.

That's just my opinion and hopefully next issue will shed some greater insight on our new rising hero.

Thomas Rosado

Hope you enjoyed more great moments between Spider-Woman and Spider-Man this issue. Knowing Brian and his love for the Jessica Drew character, I would bet there are more to come.

Guys,

Never thought I'd write in to Marvel but find myself doing it at age 44 as a result of the new Spidey.

This book is cool!

It has the same feel as the Spidey of the 70's I grew up on (the black and white reprints you could only get in the UK in those days - the stories with Tarantula, Rocket Racer, and White Tiger, etc). The art is fantastic and the relationship between the characters is fresh but classic at the same time. I really liked the whole "with great power…" legacy being passed on at the funeral scene.

I don't get the negativity that rushed off the letters pages especially as the Marvel Universe is ALWAYS changing as much as it stays the same.

Keep up the good work and ignore the naysayers. Oh, and the comics look great on the iPad.

Make Mine Marvel! (I've waited 44 years to say! Can I claim a No Prize?)

Gavin Beadle
Western Australia

Gavin, I don't think we have an Ultimate No Prize but you certainly deserve a shout out for being such a loyal fan for so long. Thanks from all of us at Marvel and especially the Ultimate Office!

As a happily married, almost 40 year old woman with two children, I don't think I fit the overwhelming comic book demographic. I have always read more general comics including Archie, Tintin, Asterix & Obelix, Bone, etc. Five years ago, I expanded my genre with Spider-Girl from a used comic book store and have been hooked ever since. When the announcement came this past summer about the new Spider-Man, I immediately ordered my first subscription to Marvel. It has FINALLY just arrived and I am thrilled. What a great new series. I am only writing today in response to the negative feedback from other emails. I am amazed in this day and age that people can still be so narrow in their thinking. We all love Peter Parker but as a new subscriber I look forward to growing into the future with Miles to replace all the unsatisfied small minded subscribers. Cheers to you Miles, and well done Marvel!!!

Michelle Fuhge

I'm not surprised, Michelle. Marvel Comics appeal to a wide variety of readers but that won't stop me from giving you an official-like welcome to the Ultimate U.

To Ultimate Office,

I just got halfway through the first issue of Ultimate Comics Spider-Man. A little late I know, but it's pretty good so far and I'm glad I have a subscription at my local comic shop for it already. Although I'm truly sad Ultimate Peter Parker is dead, as a True Believer I know he will stay alive in the hearts and minds of people all across the globe, myself included. And besides, Peter Parker has his own brand new movie coming out next summer that I'm sure is going to do more than justify his legendary name. And as long as Miles Morales has great responsibility for his new great power, he's alright in my book. Thanks for helping me keep in touch with my inner-child, Ultimate Office.

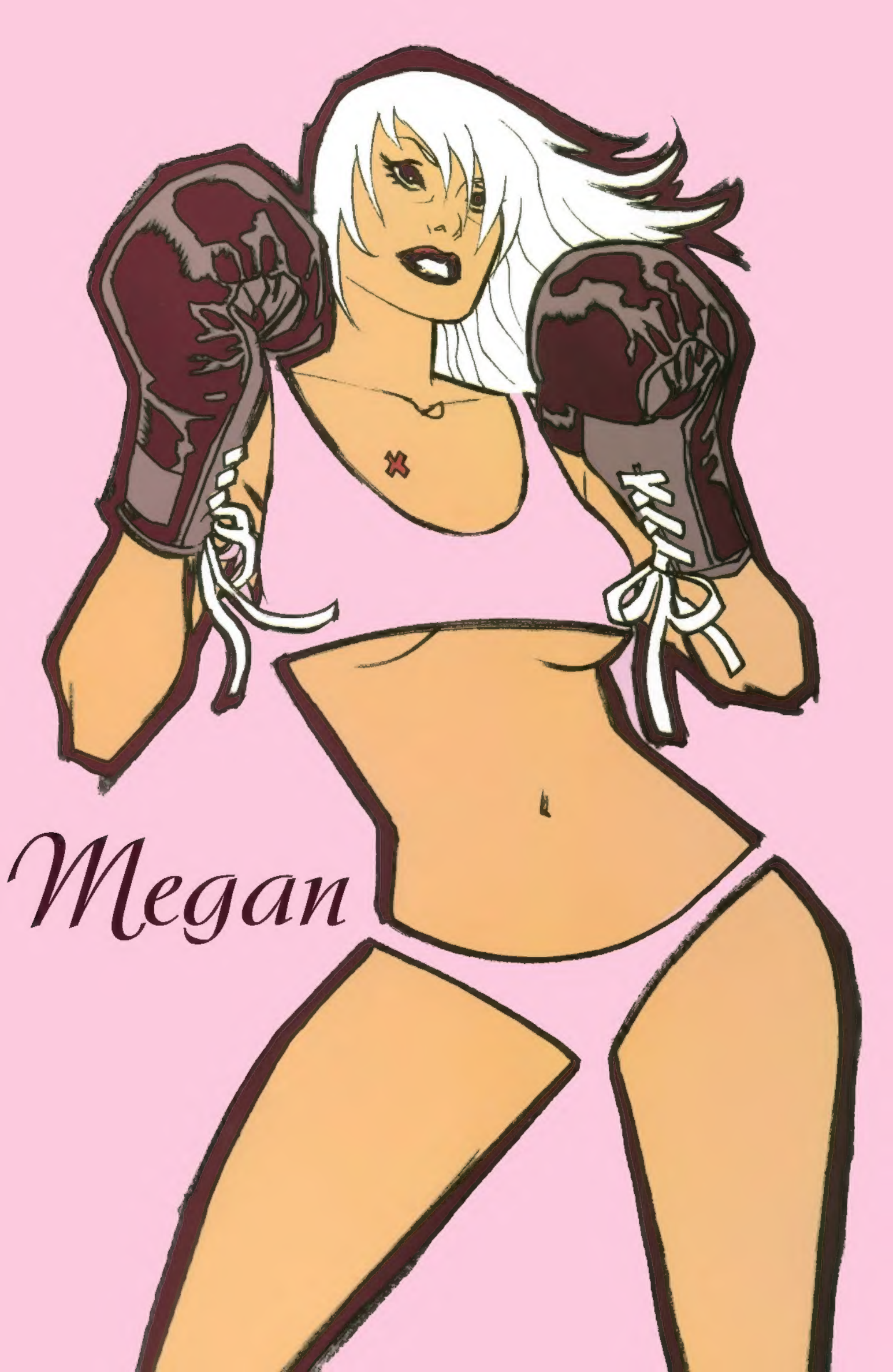
True Believer,
Joseph Ryan Perry

The death of Peter Parker touched a lot of readers, Joseph, and that tells us that the story was done right. On that note, I will say that something big is on the horizon that will expand on the belief that with great power comes great responsibility in a way never done in the Ultimate U. Stay tuned for more info.

See you next issue, Ultimate Fans! On behalf of me, Sana, Jon, and the rest of the Ultimates team, keep those e-mails and letters coming.

Mark Paniccia
Ultimate Comics Line Editor

EMAIL THE EDITORS AT ULTIMATEOFFICE@MARVEL.COM


Megan